

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Alexandria Division**

In re:	)	
	)	
GreenTech Automotive, Inc.,	)	Chapter 11
	)	
Debtor.	)	Case No. 18-10651
	)	(Jointly Administered)
	)	

**DECLARATION OF MARY CATHERINE AMERINE IN SUPPORT OF CREDITORS'  
MOTION TO DISMISS CHAPTER 11 CASES**

I, Mary Catherine Amerine, am over the age of 18, of sound mind, and hereby declare as follows:

1. I am an attorney duly licensed by the Virginia State Bar and admitted to practice in state courts located within the Commonwealth of Virginia.
2. I am an associate in the Washington, D.C. office of Gerard Fox Law, P.C., and have been personally involved with this case on behalf of the individuals bringing this motion ("Movants").
3. I have been personally involved in the collection and review of documents relating to this bankruptcy and other related cases, including *Xia Bi et. al. v. McAuliffe et. al.*, No. 2017-16552, the lawsuit filed by Movants and currently pending in the Eastern District of Virginia.
4. In reviewing and analyzing these documents, I have worked closely with and received the assistance of Siyao Liu, an employee of Gerard Fox Law, P.C. who is fluent in Mandarin.
5. Attached hereto as Exhibit 1 is a true and correct copy of the eleven-count Complaint filed by the Movants in Fairfax County Circuit Court against the Debtors in this action, Capital Wealth Holdings Limited, Terry McAuliffe, Charles Wang, and Anthony Rodham,

alleging a fraudulent scheme resulting in the swindling of over seventeen million from Movants.

6. Attached hereto as Exhibit 2 is a true and correct copy of the Notice from GreenTech announcing its bankruptcy, sent to all investors on February 26, 2018, blaming, in part, a “malicious” lawsuit filed by Movants as one of its reasons for declaring bankruptcy.
7. Attached hereto as Exhibit 3 is a true and correct copy of a certified translation of six pages of an Appraisal of GreenTech Automotive conducted in 2016. At this time, to the best of my understanding, these are the only six pages that have been provided to Movants. This portion of the Appraisal values the IP that GreenTech sold to Jiangsu Saleen at over \$170 million.
8. Attached hereto as Exhibit 3a is a true and correct copy of the original Mandarin version of the Appraisal, the certified translation of which is attached as Exhibit 3.
9. Attached hereto as Exhibit 4 is a true and correct copy of the English translation of *U.S. EB-5 Investment Immigration Program, Bay Area Immigration Regional Center, GTA Hybrid Vehicles Program Phase III*, a program overview of Phase III of the GTA program describing GreenTech’s investment targets, anticipated job creation, and project progress, including their acquisition of EuAuto Technology Ltd. and its flagship MyCar. This program overview was originally in Mandarin, but this translation was provided to the investors by GreenTech and WellTrend, a consulting company.
10. Attached hereto as Exhibit 4a is a true and correct copy of the original Mandarin version of *U.S. EB-5 Investment Immigration Program, Bay Area Immigration Regional Center, GTA Hybrid Vehicles Program Phase III*, provided by GreenTech, the translation of which is attached as Exhibit 4.

11. Attached hereto as Exhibit 5 is a true and correct copy of the Acquisition Agreement outlining a proposed agreement in which Shenzhen Jin Hon Yuan Investment Management Co., Ltd., also known as “Golden Resources,” offered to purchase all of Rugao GTA Electric Automotive Technology Co., Ltd., for about \$119 million, a supposed discount to 72% of Rugao’s GTA’s alleged true value due to its lack of “liquidity,” and pending the agreement of all GreenTech investors. This Acquisition Agreement was provided to the investors in both English and Mandarin; the Mandarin translation was provided for reference only, with this English version prevailing.
12. Attached hereto as Exhibit 6 is a true and correct copy of the Conversion of Loan to GTA to Equity Interest in Rugao GTA Agreement, setting out the terms under which Golden Resources proposed to acquire GreenTech’s equity interest in Rugao GTA, and disclosing the planned public offering of JSAT. This document was provided by GreenTech in both English and Mandarin; the Mandarin translation was provided for reference only, with this English version prevailing.
13. Attached hereto as Exhibit 7 is a true and correct copy of a certified translation of an open letter to all investors by Charles Wang, sent on February 28, 2018, informing the investors of his resignation from the positions he held with GreenTech, and his commitment to participating in the reorganization as a shareholder and creditor, offering his full assistance and support to 63 investors who sued Movants in Fairfax Circuit Court, and threatening to use information he claims to have gathered against Movants unless they bow to his wishes.
14. Attached hereto as Exhibit 7a is a true and correct copy of the original Mandarin letter sent by Charles Wang to Investors on February 28, 2018, the certified translation of which is attached as Exhibit 7.

15. Attached hereto as Exhibit 8 is a true and correct copy of articles from Forbes, The Washington Post, and The New York Times discussing the rampant, unchecked fraud that occurs regularly in the EB-5 immigration program.
16. Attached hereto as Exhibit 9 is a true and correct copy of the certified English translation of a letter, originally in Mandarin, sent by GreenTech Management to all EB-5 Investors on February 17, 2018, asserting a valuation of Renminbi ¥1.106 billion (over \$170 million) for GreenTech's intangible assets in Jiangsu Saleen Co., Ltd., and the value of GreenTech as a whole as \$200 million U.S.D.
17. Attached hereto as Exhibit 9a is a true and correct copy of the original Mandarin letter sent by GreenTech Management to Investors on February 17, 2018, the certified translation of which is attached as Exhibit 9.
18. Attached hereto as Exhibit 10 is a true and correct copy of the Memorandum of Understanding between Greentech Automotive, Inc.; Tunica County, Mississippi; and the State of Mississippi, signed July 25, 2011 and obligating GreenTech to construct an automotive production facility in Tunica County, invest at least \$60 million in the area, and create 350 full-time jobs at that facility, in exchange for a loan of about \$5 million in state and local aid, secured by the 20 acres of land and additional assets owned by GreenTech and located in Tunica County.
19. Attached hereto as Exhibit 11 is a true and correct copy of the UCC-1 Financing Statement filed by the Mississippi Development Authority with the Mississippi Secretary of State on March 2, 2012, listing collateral used to secure their loan in addition to the deed of trust.
20. Attached hereto as Exhibit 12 is a true and correct copy of the UCC-1 Financing Statement filed by GreenTech Automotive Partnership A-3, LP with the Mississippi Secretary of State

on March 28, 2012, declaring as collateral for the secured party “all assets of Debtor [GreenTech Automotive, Inc.] wherever located and whether now owned or hereafter acquired or created.”

21. Attached hereto as Exhibit 13 is a true and correct copy of the Construction Loan Agreement executed on March 12, 2012 between GreenTech Automotive, Inc. and GreenTech Automotive Partnership A-3, L.P., providing the conditions for a loan from GreenTech Automotive Partnership A-3, L.P. and the conditions for GreenTech’s default on the loan, which include GreenTech’s bankruptcy.
22. Attached hereto as Exhibit 14 is a true and correct copy of Appendix A to the Private Placement Memorandum, dated March 18, 2011, providing investors with information about GreenTech’s business model and plan, and disclosing the fact that they do not own any technical patents.
23. Attached hereto as Exhibit 15 is a true and correct copy of the Jiangsu Saleen 2016 Annual Report, as published in the “National Enterprise Credit Information Public System,” an online resource run by China’s State Administration of Industry and Commerce (SAIC), providing information about companies registered with the SAIC or local Administrations of Industry and Commerce. This Report discloses that GreenTech transferred its Intellectual Property to Jiangsu Saleen Automotive Technology Co., Ltd. in 2016, for approximately 11.46% of the shares in Jiangsu Saleen.
24. Attached hereto as Exhibit 16 is a true and correct copy of the certified translation of the Corporate Profile of Jiangsu Saleen, provided by China’s National Enterprise Credit Information Public System. This Corporate Profile provides detailed information about the company since its founding in 2009, including financial reports and balance sheets showing

little profit until 2016, when it was acquired by Nantong Golden Harvest Technology Investment and Development Co., Ltd., owned by the local government, and four corporations owned/controlled by Charles Wang became Jiangsu Saleen's new shareholders.

25. Attached hereto as Exhibit 16a is a true and correct copy of the original Mandarin version of the Corporate Profile of Jiangsu Saleen, the certified translation of which is attached as Exhibit 15.
26. Attached hereto as Exhibit 17 is a true and correct copy of the certified translations of the Corporate Profiles of Nantong Golden Harvest Technology Investment and Development Co., Ltd.; Rugao Quitai Electric Vehicle Technology Co., Ltd.; Nantong Lion Mai Automobile Technology Co., Ltd.; and Nantong Wei Meng Automotive Technology Co., Ltd., as provided by the Chinese Government's National Enterprise Credit Information Public System, confirming the ownership of Jiangsu Saleen by the local government and corporations controlled by Charles Wang.
27. Attached hereto as Exhibit 17a is a true and correct copy of the original Mandarin version of the Corporate Profiles of Nantong Golden Harvest Technology Investment and Development Co., Ltd.; Rugao Quitai Electric Vehicle Technology Co., Ltd.; Nantong Lion Mai Automobile Technology Co., Ltd.; and Nantong Wei Meng Automotive Technology Co., Ltd. The certified translations of those corporate profiles are attached as Exhibit 16.
28. Attached hereto as Exhibit 18 is a true and correct copy of the Deed of Trust, filed and recorded on September 26<sup>th</sup>, 2011, granting the Tunica County Economic Development Foundation, Inc. the deed to a tract of land in Tunica County, Mississippi, to secure

GreenTech's performance of its obligations under the Memorandum of Understanding.

This copy of the Deed of Trust was attached as Exhibit B to the lawsuit filed against GreenTech by the State of Mississippi for its default on the loan.

29. Attached hereto as Exhibit 19 is a true and correct copy of the Amended and Restated Private Placement Memorandum for GreenTech Automotive Partnership A-3, LP, distributed on March 18, 2012, stating that twenty acres of Land owned in Tunica is subject to a deed of trust in favor of the County of Tunica, Mississippi. This copy of the Amended and Restated Private Placement Memorandum, in addition to being distributed to investors, was provided as an exhibit to GreenTech's Motion to Dismiss, *Xia Bi et. al. v. McAuliffe et. al.*, No. 2017-16552.

30. Attached hereto as Exhibit 20 is a true and correct copy of the Loan Agreement entered into on September 6, 2011, by the Mississippi Development Authority, acting for and on behalf of the State of Mississippi, and GreenTech Automotive, Inc., setting forth the conditions and requirements for the repayment of the loan. This copy of the Loan Agreement was attached as Exhibit D to the lawsuit filed against GreenTech by the State of Mississippi for its default on the loan.

31. Attached hereto as Exhibit 21 is a true and correct copy of the Promissory Note signed by GreenTech on September 6, 2011, promising the repayment of the \$3 million loan to the Mississippi Development Authority. This copy of the Promissory Note was attached as Exhibit F to the lawsuit filed against GreenTech by the State of Mississippi for its default on the loan.

32. Attached hereto as Exhibit 22 is a true and correct copy of the letter sent on July 7, 2016 by Glenn McCullough, Jr., Executive Director of the Mississippi Development Authority,

to Mr. Trey Agner, Plant Manager for GreenTech Automotive, and emailed to Norman Chirite, internal counsel for GreenTech. This letter provided GreenTech with written notice of their failure to pay the due and payable loan payments, and granting them five days from receipt of the letter to cure that default. This copy of the letter was attached as Exhibit E to the lawsuit filed against GreenTech by the State of Mississippi for its default on the loan.

33. Attached hereto as Exhibit 23 is a true and correct copy of the Complaint filed on February 23, 2018 in the Circuit Court of Fairfax County by 63 GreenTech investors against the Movants, alleging that the Movants “tortuously interfered” with the Golden Resources transaction by filing their lawsuit against the Debtors.

34. Attached hereto as Exhibit 24 is a true and correct copy of the certified translation of a Letter sent by the “Investors” to Movants and all other investors on February 26, 2018, informing them of the lawsuit that had been filed, and offering to drop their claims against any Movants who withdraw from their lawsuit against Mr. Wang, various Debtors, and others, although the 63 Investors are not even parties to that action.

35. Attached hereto as Exhibit 24a is a true and correct copy of the original Mandarin version of the letter sent by investors on February 26, 2018, the certified translation of which is attached as Exhibit 24.

36. Attached hereto as Exhibit 25 is a true and correct copy of a certified translation of a letter sent from “64 fellow investors who protect their interests like you do” to “32 investors who have indicted GTA,” threatening, as Mr. Wang has recently done, criminal charges such as money laundering, immigration fraud, and tax fraud if the investors do not revoke their lawsuit against Mr. Wang, various Debtors, and others, though the “fellow investors” are not even parties to that action.

37. Attached hereto as Exhibit 25a is a true and correct copy of the original Mandarin version of the letter from the 64 “fellow investors,” the certified translation of which is attached as Exhibit 25.
38. Attached hereto as Exhibit 26 is a true and correct copy of the Complaint filed by twelve A-3 investors against GreenTech, Gulf Coast, A-3, and A-3 GP in Fairfax County Circuit Court on April 13, 2017, alleging fraud and breach of contract.
39. Attached hereto as Exhibit 27 is a true and correct copy of the Confession of Judgment signed by Mr. Wang on defendants’ behalf on May 6<sup>th</sup>, 2017, in the sum of \$6.7 million, and entered on August 2<sup>nd</sup>, 2017.
40. Attached hereto as Exhibit 28 is a true and correct copy of GreenTech’s 2015-2016 financials, as reported by GreenTech to its investors.
41. Attached hereto as Exhibit 29 is a true and correct copy of GreenTech’s 2013-2014 financials, as reported by GreenTech to its investors.
42. Attached hereto as Exhibit 30 is a true and correct copy of *A Brochure of the GTA Program*, by Gulf Coast Funds Management, and distributed in June 2010 to the Investors.
43. Attached hereto as Exhibit 31 are certifications provided by Morningside Translations, attesting that the translations provided are, to the best of the translator’s knowledge, “true, full, and accurate” translations. These certifications are provided for Exhibits 3, 7, 9, 16, 17, 24, and 25.

I declare under penalty of perjury under the laws of the Commonwealth of Virginia that the foregoing is true and correct. Executed on this 22nd day of March, 2018.

  
Mary Catherine Amerine  
VSB 92077